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FLORIDA LIMITED LIABILITY CO.
TIPPY TOES LLC.

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ARTICLES OF ORGANIZATION
OF TIPPY TOES LLC.

We, the undersigned, hereby associate ourselves with the purpose of incorporating a Limited Liability Company under the laws of the State of Florida, providing for the organization, rights, privileges and liabilities of a Company for profit.

ARTICLE I - NAME

The name of the Limited Liability Company is TIPPY TOES LLC. (hereinafter referred to as the "Limited Liability Company").

ARTICLE II - PRINCIPAL OFFICE

The initial address of the principal office of this Limited Liability Company is 260 Crandon Blvd. Suite 37, Key Biscayne, Florida 33149 and the initial mailing address of this Limited Liability Company shall be 260 Crandon Blvd. Suite 37, Key Biscayne, Florida 33149

This Limited Liability Company shall have full authority to transact business and to establish offices and agencies in such other locations within and without the State of Florida and in any foreign countries.

ARTICLE III - DURATION

This Limited Liability Company shall have perpetual existence unless dissolved according to the law.

ARTICLE IV - PURPOSE

The primary purpose of this Limited Liability Company is to engage in any activity or business permitted under the laws of the United States.

In Addition, this Limited Liability Company activity includes but is not limited to

a) To purchase, acquire, through the issuance of its capital stock or otherwise own, hold, lease either as lessor or lessee, sell, exchange, subdivide, mortgage, deed in trust, plant, improve, cultivate, develop, construct, maintain, equip, operate and generally deal in any and all lands,

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improved and unimproved, and in business blocks, office buildings of any kind and the products and avails thereof, and any and all other property of any and every kind or description, real, personal, and mixed, wheresoever situated.

b) To own, rent, lease, manage, encumber, improve, exchange, buy and sell real property, collect rents and do general real estate business; and in general to have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects above mentioned.

c) To export from and import into the United States of America and its territories and possessions, and any and all foreign countries as principal or agent, merchandise of every kind and nature, and to purchase, sell and deal in and with merchandise of every kind or nature for exportation from and importation into the United States, to and from all countries foreign thereto, and to purchase and sell domestic merchandise in domestic market and foreign merchandise in foreign markets and to do a general foreign and domestic exporting and importing business.

d) To do a general business as commission merchant, selling agent and factor under del credere commission in the manner and to the same extent as natural persons could do.

e) To carry on any and all business as manufacturers, producers, merchants, wholesale and retail, imports and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, repair, buy sell and otherwise deal in any materials, articles or things within the United States.

f) To make and enter into all kinds of contracts, agreements and obligations by or with any person, Company or Companies, for the purchasing, acquiring, holding manufacturing and selling or otherwise disposing of, either as principal or agent, upon commission or otherwise, all goods, wares and merchandise within the United States.

g) To carry on and undertake any business, undertaking, transaction and operation commonly carried on or undertaken by merchants, commission men, factors, importers, and

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manufacturer's agents and exporters and in the course of such business or draw to accept, endorse, acquire and sell all or any negotiable or transferable instruments and securities.

h) To do a general commission merchant's and selling agent's business: to buy, sell and otherwise dispose of, hold, own, manufacture, produce, export and import and deal in either as principal or agent and upon commission or otherwise, all kinds of personal property whatsoever; to make and enter into all kind of contracts, agreements and obligations by or with any person requiring, manufacturing, repairing and selling, and dealing in any articles of goods, wares or merchandise; and generally to exercise full power to perform any and all acts connected therewith or arising there from or incidental thereto, and all acts proper or necessary for the purpose of the business.

i) To manufacture and to buy and sell any and all merchandise, supplies and equipment necessary or incidental to carrying on the general business of the Company and to do any and all things incidental to the carrying on of said business including the right to own, buy, buy on credit or otherwise acquire such personal property as may be necessary for carrying out the purposes for which this Company is organized.

j) To take, lease, purchase, or otherwise acquire and to own, use, hold, sell, convey, exchange, lease, mortgage, improve, develop, and otherwise handle, deal in and dispose of real estate, real property and any interest or right therein.

k) To purchase, or otherwise acquire, all or any part of the business, good will, rights, property and assets of all kinds and assume all or any part of the liabilities of any nature whatsoever of any company, Company, partnership, firm or individual engaged in any lawful business so acquired in its own name or otherwise.

l) To borrow or raise monies for any of the purposes of the Company and from time to time, without limit as to amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness and to secure the payment thereof and

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of the interest thereupon by mortgage on or a pledge, conveyance or assignment in trust of, the whole or any part of the assets of the Company, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such securities or other obligations of the Company for the corporate purposes.

m) Generally to make and perform contracts of any kind of description for the purpose of attaining any of the objects of the Company; to do and perform any other acts or things and to exercise and adopt all powers which co-partnerships and natural persons could do or exercise and which now are or hereafter may be authorized by the law, and generally to do and perform any and all things necessary to incidental to the performing and carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Limited Liability Company is Magdalena Moguilevsky Hojman whose current address is 260 Crandon Blvd. Suite 37, Key Biscayne, Florida 33149, upon whom process in any action or proceeding against this Limited Liability Company may be served.

ARTICLE VII - MANAGING MEMBERS AND MANAGERS

This Limited Liability Company shall have two (2) Managing Members and (2) two Managers who will also be initial members of the first Board of Directors. The names and post office addresses of the Managing Members and Managers of this Company, all subject to the provisions of this certificate, the By-Laws and the Company Law of the state of Florida, who shall hold office for the first year or until their successors are duly elected and qualified are:

NAME	TITLE	ADDRESS
Magdalena Moguilevsky Hojman	Managing Member MGRM	260 Crandon Blvd. Suite 37, Key Biscayne, Florida 33149
Maria Susana Aguado	Managing Member MGRM	260 Crandon Blvd. Suite 37, Key Biscayne, Florida 33149

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Juan Soler Valls

Manager
MGR

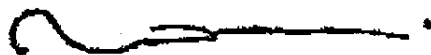
260 Crandon Blvd. Suite 37,
Key Biscayne, Florida 33149

Fernando Garcia Poltevin

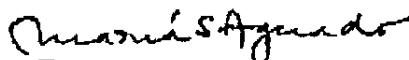
Manager
MGR

260 Crandon Blvd. Suite 37,
Key Biscayne, Florida 33149

In order to organize this Limited Liability Company and in order to effectuate the governance in accordance with these Articles of Organization, the undersigned Managing Member acknowledges the above provisions with their respective signatures:



Managing Member/ Mrs. Magdalena Moguilevsky Hojman / SIGNATURE

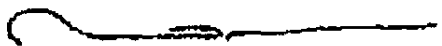


Managing Member/ Mrs. Maria Susana Aguado / SIGNATURE

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true).

WRITTEN ACKNOWLEDGEMENT OF REGISTERED AGENT

I, Magdalena Moguilevsky Hojman, having been named as registered agent and to accept service of process for the above stated limited liability Company at the place designated in this certificate, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



Magdalena Moguilevsky Hojman
Registered Agent

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